

MONTANA ASSOCIATION OF COUNTIES BY-LAWS

ARTICLE I NAME, MISSION AND OBJECTIVES

Section 1. NAME:

This organization shall be known as the Montana Association of Counties (MACo), hereinafter referred to as the "Association". The principal office shall be in Helena, Montana.

Section 2. MISSION:

The general purpose of this organization is to promote the voluntary cooperation and coordination of the sovereign counties of the State of Montana.

Section 3. OBJECTIVES:

The objectives of the Association will be to:

- a) Do all things necessary and proper for the benefit of the counties of this state;
- b) Provide a forum for discussions of subjects vital to the operation of county government;
- c) Establish and maintain lines of communication with the executive and legislative branches of both the state and federal government;
- d) Present and promote legislation which county officials believe to be beneficial to citizens, counties, and the state and oppose legislation which county officials believe to be detrimental thereto;
- e) Maintain a permanent organization dedicated to securing cooperation among counties;
- f) Maintain a statewide central office, with staff to coordinate the programs of the association;
- g) Collect, compile, and distribute information about county government to county, state, federal officials and Montana League of Cities and Towns;
- h) Initiate litigation in the name of the Association and its members to determine rights or liabilities of county officials under any constitutional provision or statute, and appear as a friend of the court (*amicus curiae*) in any court proceedings wherein such rights or liabilities are to be determined;
- i) Appoint or employ counsel for the purpose of furthering any of the objectives of this Association mentioned herein.

ARTICLE II MEMBERSHIP

Section 1. MEMBERS:

Members shall be the elected officials of those counties which have paid their annual dues in accordance with a schedule of dues or assessments adopted by the Board of Directors and ratified by the membership. Members shall be entitled to all services offered by the Association.

Section 2. VOTING

Each member county, pursuant to Section 1, has one vote. The Board of County Commissioners shall appoint one county delegate and one alternate to have the authority to vote for that member county at membership meetings of the Association. The voting delegate and alternate must be elected county officials. A member county's registered voting delegate may vote by proxy at any meeting of the membership. The proxy must be in writing and signed by the voting delegate or alternate and shall name the person to whom the proxy is delegated and the subject for the vote(s). The proxy must be delivered to the President prior to voting action being taken.

Section 3. AFFILIATE MEMBERS:

Affiliate members are organizations and agencies that make proper application, are approved for membership by the Executive Director, and pay dues adopted by the Board of Directors. Affiliate members shall be entitled to receive services as determined by the Board of Directors. They shall have no floor or voting privileges.

Section 4. ASSOCIATE MEMBERS:

Associate members are individuals and businesses that make proper application, are approved for membership by the Executive Director, and pay dues accordingly. Associate members shall be entitled to receive services as determined by the Board of Directors. They shall have no floor or voting privileges.

Section 5. TERMINATION:

Any member county that fails to pay its annual dues or assessment within 45 days of the billing date, July 1, shall have its membership terminated, unless prior written request for payment at a later date has been approved by the Board of Directors.

ARTICLE III OFFICERS AND EXECUTIVE COMMITTEE

Section 1. OFFICERS

The officers are the President, First Vice President, Second Vice President, Class 1A County Representative, Fiscal Officer and the Past President, all of whom must be qualified and acting commissioners of member counties. The officers shall serve as the Executive Committee. These officers will be elected at the annual conference by the membership. They shall hold office until their successors are elected and qualified, so long as they shall remain in county office as county commissioners.

Section 2. DUTIES AND RESPONSIBILITIES OF THE OFFICERS

a) PRESIDENT

The President shall:

- 1) preside at all general and special meetings of the Association, the Board and Executive Committee;
- 2) provide the general supervision of all business of the Association in conjunction with the Executive Committee;
- 3) appoint all committee members that shall serve during his/her administration;
- 4) serve as an ex-officio, non-voting member of all committees.

b) VICE PRESIDENTS

The Vice Presidents shall consult with, counsel, and advise the President; and, in the absence of the President, his or her duties shall be performed

successively by the First and Second Vice Presidents.

c) FISCAL OFFICER

The Fiscal Officer shall:

- 1) oversee the financial affairs of the Association;
- 2) make a complete report to the membership at each conference;
- 3) make monthly reports available to members on request;
- 4) recommend appropriate investments for the Association's idle funds;
- 5) counsel with the Executive Director and the budget and finance committee on the framing of the Association's budget;
- 6) review proposals for public or private grants to assure that the fiscal needs of the Association are met.

The fiscal officer shall be elected to a two-year term following nominations and elections in odd numbered years.

d) CLASS 1A COUNTY REPRESENTATIVE

The Class 1A County representative shall consult with, counsel and advise the president. The current class 1A county representative shall call a caucus of the Class 1A counties (counties with over 35,000 population) during the annual conference, for the purpose of selecting a Class 1A Representative.

Section 3. OFFICERS' VACANCIES

- a) PRESIDENT - A vacancy in the Presidency shall be filled by the First Vice President. The First Vice President shall serve out the unexpired portion of the previous president's term plus the year representing that in which he or she would have succeeded to the Presidency; or

If the First Vice President declines the appointment, then the past president shall make an appointment to fill the vacancy subject to the approval of the Board of Directors. Said appointee shall serve out the unexpired portion of the President's term and then move into the past presidency.

The First Vice Presidency shall be filled by the appointment of the Second Vice President. The Second Vice President shall serve out the unexpired portion of the previous First Vice President's term plus the year representing that in which he or she would have succeeded to the First Vice Presidency; or

If the Second Vice President declines the appointment to First Vice President, then the Past President shall make an appointment to fill the vacancy subject to the approval of the Board of Directors. Said appointee shall serve out the unexpired portion of the First Vice President's term. Said appointee may be nominated and run for the office of the President at the next annual conference.

The Second Vice Presidency shall be filled by an appointment by the Past President subject to the approval of the Board of Directors. Said appointee shall serve out the unexpired portion of the Second Vice President's term. Said appointee may be nominated and run for the office of the First Vice President at the next annual conference.

- b) FIRST VICE PRESIDENT - A vacancy in the First Vice Presidency shall be filled by the Second Vice President. The Second Vice President shall serve out the unexpired portion of the First Vice President's term and then move into the Presidency; or

If the Second Vice President declines the appointment to First Vice President, then the President shall make an appointment to fill the vacancy subject to the approval of the Board of Directors. Said appointee shall serve out the unexpired portion of the First Vice President's term. Said appointee may be nominated and run for the office of the President at the next annual conference.

The Second Vice Presidency vacancy shall be filled by appointment by the President subject to the approval of the Board of Directors. Said appointee shall serve out the unexpired portion of the Second Vice President's term. Said appointee may be nominated and run for the office of the First Vice President.

- c) SECOND VICE PRESIDENT - A vacancy in the Second Vice Presidency shall be filled by appointment by the President, subject to the approval of the Board of Directors. Said appointment may be nominated and run for the office at the next annual conference.
- d) FISCAL OFFICER - A vacancy in the office of Fiscal Officer shall be filled by appointment by the President, subject to the approval of the Board of Directors.
- e) PAST PRESIDENT - A vacancy in the Past Presidency shall be filled by the appointment by the President of the next most immediate Past President.
- f) MEMBER RATIFICATION OF APPOINTMENTS - All of the above referenced appointments are subject to approval at the next annual conference by the membership of the Association.
- g) CLASS 1A COUNTY REPRESENTATIVE - A Class 1A County Representative vacancy shall be filled by appointment by the President subject to a recommendation made by a majority of the Class 1A Counties.

Section 4. DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall have general supervision, management and control of the business and property of the Association subject to the by-laws and to the policy established by the Board of Directors and the voting membership.
- b) The Executive Committee shall have the power to determine Association policy on all legislative matters of concern within the guidelines established by the voting membership or the Board of Directors.
- c) The Executive Committee shall serve as an Evaluation Committee for purposes of annually evaluating the performance of the Executive Director by surveying the member Boards of County Commissioners. Such evaluation shall be reported to the Board of Directors.

Section 5. EXPENSES

The members of the Executive Committee shall receive their necessary expenses incurred in their attendance of meetings approved by the President, with the exception of the meetings held at the annual conference or special meetings of the full Association.

ARTICLE IV BOARD OF DIRECTORS

Section 1. MEMBERS

- a) The Board shall consist of the four elected officers, the Past President, the Class 1A Representative and the elected chairperson from each of the twelve regional districts specified in Article VIII.
- b) In addition to the members identified in Subsection (a), other county elected official associations with no fewer than 29 county members may each designate a member to serve as their representative on the Board.

Section 2. MEETINGS

The Board shall meet at least semi-annually on a date and at a time and place set

by the Board, or on the call of the president. The Board may meet upon the written request of any five members of the Board. The request must state the purpose of the meeting and be mailed to all other Board members two weeks prior to the date for the meeting. A majority of the voting Board shall constitute a quorum.

Section 3. DUTIES AND RESPONSIBILITIES

The Board shall have the powers and duties to:

- a) develop the policies of the Association within the guidelines set by the voting membership;
- b) establish a central office;
- c) employ an Executive Director, and to set his/her salary;
- d) remove the Executive Director at any time after allowing adequate due process;
- e) view and approve annually the Executive Director's Staff Policy and Procedures Manual;
- f) review and approve annually a budget sufficient to meet the needs of the Association;
- g) prepare a schedule of services for members and affiliate members with recommended dues and assessments for each;
- h) present recommended dues increases and assessments, if any, to the membership for approval and adoption;
- i) at its discretion, increase the dues schedule in an amount up to the annual COLA in any one year. Any increase above the annual COLA must be approved by the membership.
- j) authorize an annual independent audit of the Association by a firm of certified public accountants;
- k) function as the nominating committee and select at least two candidates each for the office of Second Vice President and Fiscal Officer. No candidate can be nominated and run for two offices simultaneously. Nominations may be made at district meetings of county commissioners and submitted to the Board;
- l) amend the approved budget by a majority vote of the Board of Directors.
- m) immediately disclose any conflict of interest prior to acting in any manner that may impinge upon their duty as a Board member, They shall also recuse themselves from any vote or decision involving said conflict.

Section 4. EXPENSES

The Board members and designees shall receive their necessary expenses incurred in their attendance of meetings, with the exception of those meetings held at the annual conference or special meetings of the full membership.

ARTICLE V EXECUTIVE DIRECTOR

Section 1. DUTIES AND RESPONSIBILITIES

The Executive Director shall perform such duties as are assigned by the Board of Directors for implementing Association policy, and shall be responsible to the Board. The Executive Director shall supervise the Association office and staff. The Board of Directors shall be responsible for an annual evaluation of the Executive Director

The Executive Director shall compile, publish and maintain a "Staff Policy and Procedures Manual", which shall be reviewed annually by the Board of Directors

The Executive Director shall maintain detailed job descriptions for all positions.

The Executive Director shall maintain a policy manual, containing all Board and

operational policies.

The Executive Director shall be responsible for the hiring and termination of staff personnel consistent with the "Staff Policies and Procedures Manual". The Executive Director shall receive approval from the Board of Directors prior to creating any new permanent employment positions.

The hiring of an Associate Director shall be by the Executive Committee and the Executive Director with confirmation by the Board of Directors.

ARTICLE VI STANDING COMMITTEES

Section 1. RESOLUTIONS AND LEGISLATIVE COMMITTEE

The Resolutions and Legislative Committee shall consist of at least five members. Members (one of whom shall be a member of the Board of Directors) are appointed by the President. The President shall select the chairperson. It shall be the duty of the Committee to develop resolutions and to receive resolutions from the Regional Districts and MACo staff. The Committee may consult other elected county officials to determine resolutions beneficial to county governments, and work with those officials to promote beneficial resolutions. The Committee shall examine resolutions to be placed before the membership for proper form and content, and recommend priorities.

The Committee shall have legislation drafted as directed by resolutions approved by the membership at the annual conference or special meetings; and assist the Executive Director in securing sponsorship for the legislation. The Committee, together with the Executive Director, shall recommend to the Officers and the Board the response of the Association to all legislation affecting county government.

Section 2. BUDGET AND FINANCE COMMITTEE

The Budget and Finance Committee shall consist of at least five members. Members shall be appointed by the President subject to the approval of the Board of Directors. The Fiscal Officer shall serve as chairperson of the Committee. The Committee shall prepare and submit to the Board of Directors a proposed budget for the Association. The proposed budget shall provide adequately for all planned activities of the Association.

Section 3. EXPENSES

Members of Standing Committees shall receive their necessary expenses incurred in their attendance of meetings, as approved by the President, with the exception of meetings held at the annual conference or special meetings of the full membership.

ARTICLE VII OTHER COMMITTEES

Section 1. ESTABLISHMENT

Special interest, ad hoc or problem-solving committees may be formed by the President, the Board of Directors or the general membership as needed.

Section 2. EXPENSES

Members of committees may receive their necessary expenses incurred in their attendance of meetings, as approved by the President, with the exception of meetings held at the annual conference or special meetings of the full membership.

ARTICLE VIII DISTRICTS

Section 1. DISTRICTS IDENTIFIED

The counties of the state shall be grouped into twelve districts in conformance with the Governor's Administrative Districts, as follows:

<u>District No. 1</u> Daniels Phillips Roosevelt Sheridan Valley	<u>District No. 2</u> Dawson Garfield McCone Prairie Richland Wibaux	<u>District No. 3</u> Carter Custer Fallon Powder River Rosebud Treasure	<u>District No. 4</u> Blaine Chouteau Hill Liberty	<u>District No. 5</u> Cascade Glacier Pondera Teton Toole	<u>District No. 6</u> Fergus Golden Valley Judith Basin Musselshell Petroleum Wheatland
<u>District No. 7</u> Big Horn Carbon Stillwater Sweet Grass Yellowstone	<u>District No. 8</u> Broadwater Jefferson Lewis and Clark	<u>District No. 9</u> Gallatin Meagher Park	<u>District No. 10</u> Flathead Lake Lincoln Sanders	<u>District No. 11</u> Mineral Missoula Ravalli	<u>District No. 12</u> Anaconda-Deer Lodge Beaverhead Granite Madison Powell Butte-Silver Bow

Section 2. DUTIES AND RESPONSIBILITIES

A Regional District shall have the authority and responsibility to call district meetings and adopt resolutions directed to the attention of the Association. No District shall take action of record in the name of the Association on any question involving the welfare of counties outside the Regional District except in the form of a resolution to the Association.

Section 3. DISTRICT OFFICERS

The district officers shall be a chairperson and vice-chairperson elected by a majority vote of member counties in each district. They shall be elected to an annual term at a district meeting prior to the annual conference and take office immediately following the annual conference.

Districts shall be represented at Board of Directors meetings by the district chairperson, or the vice-chairperson in the chairperson's absence, or the chairperson's designee when both the chairperson and vice-chairperson are unable to attend a Board meeting, and that person shall have the power to vote on issues at that meeting.

ARTICLE IX ANNUAL CONFERENCE AND PROCEDURES

Section 1. DATE AND LOCATION

The date of the annual conference of this Association shall be determined by the Executive Committee, and the place determined by a vote of the general membership at an annual conference, a quorum being present. A majority of the members shall constitute a quorum.

Section 2. REPORTS

The following individuals shall make their reports at the annual conference:

- a) The President;

- b) The Fiscal Officer;
- c) The Executive Director;
- d) All committee chairpersons of standing committees and special committees;
- e) NACo steering committees members.

Section 3. CONDUCT OF OFFICIAL BUSINESS

The official business of the Association shall be conducted in accordance with the most recent edition of "Robert's Rules of Order".

Section 4. NOMINATIONS

- a) The Nominating Committee (see Article IV, Section 3 (K)) shall make its nominations report to the membership in the opening general session of the annual conference.
- b) The report shall not require a seconding motion, but shall be adopted along with additional nominations made from the floor.
- c) All nominations will remain open until the time of the election during the closing general session.

Section 5. ELECTIONS

The election of officers shall occur at the annual conference and be governed by the rule of majority – over 50% of the entire votes cast. The ballot will be repeated in the event of the failure of a candidate to receive a majority with the nominee receiving the lowest number of votes removed from the ballot for purposes of the subsequent vote of the members.

Section 6. AMENDMENTS TO THE BY-LAWS

These by-laws may be amended by a majority vote of the membership at a regular or a special meeting, a quorum being present. Proposed amendments must be submitted in writing to the President of the Association to be read and acted upon at a meeting for the full membership. Copies of said proposed amendment or amendments shall be made available to the general membership at least ten days prior to the convening of the meeting.

Section 7. EFFECTIVE DATE

These by-laws having been duly amended by a majority vote of the members cast at the 97th Annual Conference, held in Bozeman, MT on September 27, 2006. These by-laws will be effective upon the adjourning of the annual conference with all provisions for compliance in regard to the elected officers of the Association having been provided for by action on the floor of the Association.